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November 22, 2002

VIA HAND DELIVERY

John C. Filippini, Esq.
United States Department of Justice
Antitrust Division
Litigation II Section
1401 H Street, N.W., Suite 3000
Washington, DC 20530

Re: Univision/Hispanic Broadcasting Mercer

Dear Mr. Filippini

On July 23, 2002, Univision Communications Inc. ("Univision") and Hispanic Broadcasting Corp. ("HBC") (collectively the "Applicants") filed a joint application asking the Federal Communications Commission ("Commission") to approve the transfer of control of licenses and authorizations held by HBC to Univision in connection with the Applicants' proposed merger. In conversations with Commission staff, counsel for the Applicants discussed the Commission's request to review all materials (including deposition transcripts) provided by the Applicants or other persons acting on the Applicants' behalf to the Department of Justice ("Department") in connection with the Department's review of the proposed merger pursuant to the Hart-Scott-Rodino Antitrust Improvements Act and the Antitrust Civil Process Act (collectively the "HSR Protected Materials"), and to engage in discussions with representatives of the Department with respect to those materials and the status of the Department's review. We have agreed to the Commission staffs requests, subject to the following conditions:

1. The Applicants waive the confidentiality provisions of the Hart-Scott-Rodino Antitrust Improvements Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the HSR Protected Materials only to the extent necessary to permit (I) discussions between representatives of the Department and Commission personnel working on the Univision/HBC merger proceeding regarding the HSR Protected Materials and the status of

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the Department's review of the merger between the Applicants; and (2) Commission personnel working on the Univision/HBC merger proceeding to review, and to take notes regarding, the HSR Protected Materials, *provided that* any information derived from the HSR Protected Materials and any notes taken by Commission personnel relating to the HSR Protected Materials will be treated as confidential pursuant to the Commission's rules and will not be made a part of the Commission's administrative record or otherwise communicated to anyone other than the Department, each of the Applicants (as to their own confidential information) and Commission personnel working on the Univision/HBC merger proceeding, and *provided further that* such restrictions shall not apply to any documents **or** information provided by the Applicants directly to the Commission (including any documents or information that may be identical to documents or information included in the HSR Protected Materials), which shall be governed by the protective order issued by the Commission on November 21, 2002, in connection with the proceeding (the "Protective Order").'

2. Any discussions between the Department and Commission personnel will be treated as exempt **ex parte** presentations under Section 1.1204(a)(5) & (6) of the Commission's rules, 47 C.F.R. § 1.1204(a)(5) & (6) and will not be disclosed to anyone other than the Applicants, except as required under that section, and *provided that* any such disclosure which would reveal any trade secret, commercial or financial information or other privileged or confidential information shall occur only in accordance with the terms of the Protective Order.

3. If, after reviewing the HSR Protected Materials and discussing them with the Department, the Commission desires to place any HSR Protected Materials in the administrative record of the Commission's proceeding, the Commission will (i) request that the Applicants submit those HSR Protected Materials directly to the Commission; and (ii) discuss with the Applicants, at the Applicants' request, the nature and scope of the Commission's request and whether it should be limited in any fashion, including without limitation by the submission of redacted documents or stipulations as to facts.

4. In the event the Commission relies upon or otherwise makes reference to the contents of any confidential documents or information provided by the Applicants directly to the Commission (including any documents or information that may **be** identical to the documents or information included in the HSR Protected Materials), it will do **so** by redacting any confidential information from the public version of the Order and by making the unredacted version of the

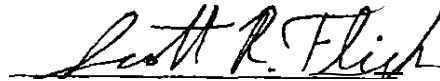
¹ In re Applications of Hispanic Broadcasting Corp., Transferor, and Univision Communications, Inc. Transferee,, MU Docket No. 02-235, Order, DA 02-3227 (rel. November 22, 2002)

John C. Filippini, Esq.
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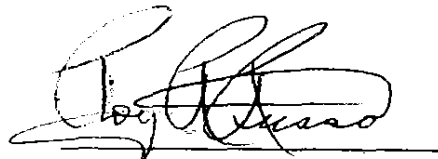
Order available only to a court and to those persons entitled to access to confidential information under the Protective Order.

Please contact us if you have any questions regarding the foregoing.

Very truly yours



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cc: Kenneth Ferree